

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  YELLOW CORPORATION, <i>et al.</i> , <sup>1</sup>  Debtors.	) ) ) ) ) ) )	Chapter 11  Case No. 23-11069 (CTG)  (Jointly Administered) <b>Re: Docket Nos. 1285, 1313</b>
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**NOTICE OF FILING OF ASSET PURCHASE AGREEMENT DATED AS OF  
DECEMBER 12, 2023 BETWEEN THE DEBTORS AND ESTES EXPRESS LINES**

**PLEASE TAKE NOTICE** that, on September 15, 2023 the Court entered that certain *Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtors' Assets; (B) Scheduling Auctions and Approving the Form and Manner of Notice Thereof; (C) Approving Assumption and Assignment Procedures (D) Scheduling Sale Hearings and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Lease; and (III) Granting Related Relief* [Docket No. 575] (the "Bidding Procedures Order").<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that the Debtors commenced the Auction for Real Property Assets on November 28, 2023 and completed bidding for those certain Real Property Assets set forth in the *Notice of Winning Bidders and, if Applicable, Back-up Bidders with Respect to Certain of the Debtors' Real Property Assets* [Docket No. 1268] (the "Notice of Winning Bidders") filed on December 4, 2023, including, among others, those Real Property Assets which are the subject of the Estes Asset Purchase Agreement (defined below).

**PLEASE TAKE FURTHER NOTICE** that, on December 6, 2023, the Debtors filed the proposed *Order (I) Approving Certain Asset Purchase Agreements; (II) Authorizing and Approving Sales of Certain Real Property Assets of the Debtors Free and Clear of Liens, Claims, Interests, and Encumbrances, in Each Case Pursuant to the Applicable Asset Purchase Agreement; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, in Each Case as Applicable Pursuant to the Applicable Asset Purchase Agreement; and (IV) Granting Related Relief* [Docket No. 1285] seeking authorization, among other things, to enter into the Estes Asset Purchase Agreement.

**PLEASE TAKE FURTHER NOTICE** that, on December 8, the Debtors filed that certain *Notice of Filing of Form of Asset Purchase Agreement Between the Debtors and Estes Express Lines* [Docket No. 1313].

**PLEASE TAKE FURTHER NOTICE** that attached at **Exhibit A** hereto is a true and correct copy of that certain *Asset Purchase Agreement Dated as of December 12, 2023 Between Estes Express*

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

<sup>2</sup> Capitalized terms used in this notice but not defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Notice of Winning Bidders, as applicable.

*Lines, as Purchaser, and Yellow Corporation and its Subsidiaries Named Therein, as Sellers* (as may be amended, modified, or supplemented from time to time, including all exhibits and schedules thereto, the “Estes Asset Purchase Agreement”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors and Estes Express Lines agreed to revise certain language. Attached hereto as **Exhibit B** is, among other technical revisions, (i) a revised Section 2.4(b) to the Estes Asset Purchase Agreement that adds an additional closing condition (*i.e.*, requiring the seller to provide an executed quit claim deed for parcels located outside of Canada) and (ii) a revised Section 10.11 to the Estes Asset Purchase Agreement clarifying that that certain Stalking Horse Asset Purchase Agreement between Yellow and the Purchaser dated September 11, 2023, shall remain in full force and affect despite entry into the Estes Asset Purchase Agreement.

**PLEASE TAKE FURTHER NOTICE** that the Modified Provisions hereby replace and supersede the Provisions and shall constitute the operative provisions under the Estes Asset Purchase Agreement.

Dated: December 12, 2023  
Wilmington, Delaware

/s/ Laura Davis Jones

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